

**EXHIBIT A**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

M2 CONSULTING, INC.

Plaintiff,

v.

C.A. No. 03-12589-GAO

MRO SOFTWARE, INC.

Defendant.

**PROPOSED ORDER**

IT IS HEREBY ORDERED, upon consideration of MRO Software, Inc.'s  
Emergency Motion for Expedited Discovery Into Issues Related to Copyright  
Infringement, that the motion is GRANTED, and -

1. M2 Consulting, Inc. ("M2") shall, within 10 days of the entry of the Order, provide to MRO an architectural diagram ("Diagram") describing the logical layout of all M2 computer servers or related equipment that contain MAXIMO program files (including all JSP Files), MAXIMO database files, application server files, or other files related to the provision of MAXIMO services to M2 customers or prospects. The Diagram should describe the types of MAXIMO-related files that reside on the identified equipment. M2 shall certify, under the pains and penalties of perjury, that the Diagram is complete and accurate, to the best knowledge of the company.
2. MRO personnel, accompanied by counsel for MRO, shall be permitted to physically access the equipment referenced in the Diagram, and inspect such equipment for the purpose of determining (i) what MAXIMO files exist on the identified computer equipment, and what MAXIMO files, if any, have been copied; and (ii) what customers and prospects are being provided access to MAXIMO by M2. In conducting the inspection, MRO shall be permitted to fully examine all data on the designated servers, including, without limitation, file structure, directories, file content, and metadata (such as access dates).
3. M2 shall reasonably cooperate with MRO in performing the inspection, and shall make the equipment available on two consecutive business days no more than 10

days after M2 provides MRO with the Diagram, from no later than 9:00 a.m. to no earlier than 5:00 p.m.

4. During or prior to the inspection, M2 shall provide MRO with all requested login IDs and passwords, including without limitation, those to the servers, MAXIMO system(s), any MAXIMO-related databases, or the application server administration console. M2 shall be permitted to observe, but shall in no way interfere with, MRO's inspection of the equipment.
5. MRO shall be permitted to preserve information obtained through the inspection process by (i) copying files from the M2 equipment onto an MRO laptop computer brought for such purpose; (ii) creating and downloading "screen shots" onto such laptop, or (iii) creating log, audit, directory or similar reports and downloading them onto the laptop. MRO shall take reasonable steps to minimize disruption to M2's business, and/or to the ability of M2 customers to access the MAXIMO system; provided, however, that MRO may take (or request M2 to take) any steps necessary to complete the inspection as otherwise set forth in the Court's order.
6. Within 10 business days of the conclusion of the inspection, MRO shall provide to M2 a complete copy of all information downloaded onto the laptop during that inspection process. No later than 10 days following completion of the inspection MRO may issue a Rule 30(b)(6) deposition notice, requiring M2 to designate and produce for deposition the individual(s) at M2 most knowledgeable about M2's hosting of MAXIMO on or after November 23, 2003. M2 shall make such individual(s) available for deposition no more than 10 days after receipt of such notice.

So ordered this \_\_\_\_ day of \_\_\_\_\_, 2005.

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George A. O'Toole, Jr.,  
DISTRICT JUDGE